

# State of New Hampshire

State of New Hampshire  
Form 26 - Articles of Merger Between Domestic and Foreign Corporations 3 Page(s)

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Secretary of State

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Form 49  
RSA 293-A:11.06  
RSA 293-A:11.03(c)

## ARTICLES OF MERGER AND SHARE EXCHANGE BETWEEN CORPORATIONS AND ELIGIBLE ENTITIES

**ACQUIRING** corporation or eligible entity: Sulzer Mixpac USA Inc.  
\_\_\_\_\_. (Note 1)

State of incorporation/formation if a foreign corporation or eligible entity: \_\_\_\_\_.

- ☐ The participations of the foreign corporation or eligible entity was duly authorized as required by the organic law of the corporation or eligible entity.

**ACQUIRED** corporation or eligible entity: Cox North America LLP  
\_\_\_\_\_. (Note 1)

State of incorporation/formation if a foreign corporation or eligible entity: Delaware.

- ☒ The participations of the foreign corporation or eligible entity was duly authorized as required by the organic law of the corporation or eligible entity.

PURSUANT TO THE PROVISIONS of the New Hampshire Business Corporation Act, the undersigned corporations adopt the following articles of share exchange:

If the articles of incorporation of the survivor of a merger are amended, the amendments to the survivor's articles of incorporation, or if a new corporation is created as a result of a merger, the articles of incorporation of the new corporation and the certificate required by RSA 421-B:11(a).

FIRST: The plan of merger or share exchange was duly approved by the (check one):

- ☐ undersigned corporations in the manner prescribed by the New Hampshire Business Corporation Act and their articles of incorporation.
- ☒ undersigned corporation and domestic eligible entity in the manner prescribed by the New Hampshire Business Corporation Act and its articles of incorporation, and in the case of the domestic eligible entity, by the organic laws applicable to such domestic eligible entity and its organic documents.  
(Note 2)

SECOND: The plan of merger or share exchange (check one):

- ☐ is attached.
- ☒ is on file at the principal place of business of the acquiring corporation, and a copy of the plan of merger or share exchange will be made available to any shareholder of any corporation or any interest holder of any domestic eligible entity entitled to vote on the share exchange, without cost, upon request of such shareholder or interest holder to the president or secretary of the corporation.  
(Note 3)

THIRD: Approval by the shareholder of the **Acquiring** Corporation (check one):

- ☐ Shareholder approval was not required.
- ☒ Shareholder approval was required and the plan was duly approved by the shareholders and, if voting by any separate voting group was required, by each such separate voting group, in the manner required by this chapter and the articles of incorporation/formation. (Note 4)

FOURTH: Approval by the shareholders or interest holders of the **Acquired** corporation or domestic eligible entity (check one):

- ☐ Shareholder approval was not required.
- ☒ Shareholder approval was required and the participation of the foreign corporation or eligible entity was duly authorized as required by the organic law of the corporation or eligible entity. (Note 4)

IF NEITHER BOX IS CHECKED, these articles of share exchange will be deemed filed effective as of the close of business on the date of filing of these articles of share exchange by the secretary of state.

These articles of share exchange, when filed, shall be effective:

- ☒ IMMEDIATELY UPON FILING – on April 11, 2016 at 3:00 p.m., being the time and date of filing of these articles of share exchange by the secretary of state.
- ☐ DELAYED EFFECTIVE DATE – on \_\_\_\_\_ at \_\_\_\_\_.

A delayed effective date may be no later than the 90<sup>th</sup> day after the secretary of state files these articles of share exchange. If a delayed effective date but no time is specified, the articles of share exchange are effective at the close of business on the delayed effective date. (Note 5)

Sulzer Mixpac USA Inc.  
Exact name of ACQUIRING Corporation

Kelli K. Edell  
(Signature)

Kelli K. Edell  
(Print or type name)

Secretary  
(Title)

Date signed: 4/8/16

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Cox North America LLP  
Exact name of ACQUIRED Corporation

Kelli K. Edell  
(Signature)

Kelli K. Edell  
(Print or type name)

Secretary  
(Title)

Date signed: 4/8/16

Notes:

1. See RSA 293-A:1.40 for definition of "domestic unincorporated entity" and "unincorporated entity". Domestic eligible entities include New Hampshire general partnerships, limited liability companies, limited partnerships, business trusts, joint stock associations, and unincorporated non-profit associations.
2. See RSA 293-A:11.03(c) for the statutory approval procedures applicable to domestic eligible entities.
3. See RSA 293-A:11.06(a)(1)(ii) which permits alternative to filing articles of share exchange.
4. See RSA 293-A:1.40 for definition of voting group.
5. See RSA 293-A:1.23(b) for permissible delayed effective date requirements.
6. Signature and title of person signing for the corporation or domestic eligible entity. Must be signed by chairman of the board of directors, president or other officer of corporation, or authorized signatory of a domestic eligible entity. (See RSA 293-A:1.20(f) and RSA 293-A:11.03 for alternative signatures.)